

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:
W.R. GRACE & CO., et al.,
Debtors.

Chapter 11
Case No. 01-01139 (JKF)
(Jointly Administered)

**PRUDENTIAL INSURANCE COMPANY OF AMERICA'S
INITIAL DISCLOSURE OF FACT AND EXPERT WITNESSES
ANTICIPATED FOR PHASE II ESTIMATION PROCEEDINGS**

In accordance with the Case Management Order for the Estimation of Asbestos Property Damage Liabilities dated August 29, 2005 (the "PD CMO"), the Prudential Insurance Company of America, PIC Realty Corporation and 745 Property Investments (collectively "Prudential") hereby submit this initial disclosure of potential fact and expert witnesses they anticipate they may call in connection with the PD Estimation of Phase II Issues (as such terms are defined in the PD CMO).

FACT WITNESSES

NAME	ADDRESS (IF KNOWN)	SUBJECTS OF TESTIMONY
Richard E. Danley	One Ravinia Drive, Suite 400 Atlanta, GA 30346	Prudential's claim against the Debtors for asbestos property damage at 1100 Milam.
Donald R. Knab	14 Kings Hill Court Summit, NJ 07901	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.

Jack Lightbody	NWCC 12121 Perry Highway Wexford, PA 15090	Prudential's claim against the Debtors for asbestos property damage at Short Hills.
Bruce Long	2 Floral Court Westfield, NJ 07090	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Frank MacDougal	62 Midway Summit, NJ 07901	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Arnold Rebholz	12103 Windsor Drive Carmel, Indiana 46032	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Joseph Schwartzbauer	Institute for Environmental Assessment 433 Jackson Street Anoka, MN 53033	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Claude J. Zinngrabe, Jr.	The Fremont Group 50 Fremont Street, Suite 3500 San Francisco, CA 94105	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
J. Michael Welborn	One Ravinia Drive Atlanta, GA 30346	Prudential's claim against the Debtors for asbestos property damage at Century City Buildings.
John T. Andrews	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Robert A. Beck	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.

Carl Bradshaw	Address unknown	Prudential's claim against the Debtors for asbestos property damage at 11 Milam.
James Buescher	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Brookhollow.
Frank J. Bull	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Century Center.
Noyce A. Burt	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Century Center Buildings and First Florida Tower.
William D'Angelo	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Short Hills.
Collette English-Dixon	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Curtis B. Dorman	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Brookhollow and 1100 Milam.
Paul Evans	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Allen Green	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Allen E. Hill	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.

Howard Horii	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Short Hills.
John Jordan	Address unknown	Prudential's claim against the Debtors for asbestos property damage at First Florida Tower.
Edward Kerley	Address unknown	Prudential's claim against the Debtors for asbestos property damage at 11 Milam.
David J. Kurtz	Address unknown	Prudential's claim against the Debtors for asbestos property damage at 11 Milam.
Frank Maxson	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Thomas Michnewicz	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Short Hills.
Brian Murphy	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Gerard Murphy	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Ronald Pentz	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Southdale.
George Pineda	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.

Edward H. Pollard	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
Gary Richter	Address Unknown	Prudential's claim against the Debtors for asbestos property damage at Brookhollow and 1100 Milam.
Peter Ruggiero	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Southdale and Northwest Financial Center.
Marc Sacco	Address unknown	Prudential's claim against the Debtors for asbestos property damage at 1100 Milam and Brookhollow.
Stanley Smith	Address unknown	Prudential's claim against the Debtors for asbestos property damage at 1100 Milam and Brookhollow.
Dr. Kamil Sor	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Short Hills.
Dale H. Taysom	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Century Center Buildings.
James Toney	Address unknown	Prudential's claim against the Debtors for asbestos property damage at 1100 Milam.
Linda Warner	Address unknown	Prudential's claim against the Debtors for asbestos property damage at Northwest Financial Center.

Robert Wieselthier	Address unknown	General knowledge regarding Prudential's claim against the Debtors for asbestos property damage.
--------------------	-----------------	--

EXPERT WITNESSES

NAME	ADDRESS (if known)	SUBJECTS OF TESTIMONY
Henry A. Anderson, M.D.	200 Lakewood Blvd. Madison, WI 53704	Witness will testify with respect to the Phase II Issues as defined in the PD CMO. As the nature and scope of Phase II Issues is clarified during the PD Estimation process, Prudential may, at the request of the other parties provide, further information regarding the subject(s) on which this expert will opine and the nature of the witness' expertise.
William E. Ewing	Compass Environmental, Inc. 2231 Robinson Road, Suite B Marietta, GA 30068	Witness will testify with respect to the Phase II Issues as defined in the PD CMO. As the nature and scope of Phase II Issues is clarified during the PD Estimation process, Prudential may, at the request of the other parties provide, further information regarding the subject(s) on which this expert will opine and the nature of the witness' expertise.
Jack Halliwell	Halliwell Engineering Associates Incorporated 865 Waterman Avenue East Providence, RI 02914-1340	Witness will testify with respect to the Phase II Issues as defined in the PD CMO. As the nature and scope of Phase II Issues is clarified during the PD Estimation process, Prudential may, at the request of the other parties provide, further information regarding the subject(s) on which this expert will opine and the nature of the witness' expertise.
Richard L. Hatfield	Law Engineering Environmental Services 396 Plasters Avenue, N.E. Atlanta, GA 30324	and Witness will testify with respect to the Phase II Issues as defined in the PD CMO. As the nature and scope of Phase II Issues is clarified during the PD Estimation process, Prudential may, at the request of the other parties provide, further information regarding the subject(s) on which this expert will opine and the nature of the witness' expertise.

William E. Longo, Ph.D.	Materials Analytical Services 3597 Parkway Lane, Suite 250 Norcross, GA 30092	Witness will testify with respect to the Phase II Issues as defined in the PD CMO. As the nature and scope of Phase II Issues is clarified during the PD Estimation process, Prudential may, at the request of the other parties provide, further information regarding the subject(s) on which this expert will opine and the nature of the witness' expertise.
L. Christine Oliver, M.D.	Public Health Resource Group, Inc. 98 North Washington Street, Suite 207 Boston, MA 02114	Witness will testify with respect to the Phase II Issues as defined in the PD CMO. As the nature and scope of Phase II Issues is clarified during the PD Estimation process, Prudential may, at the request of the other parties provide, further information regarding the subject(s) on which this expert will opine and the nature of the witness' expertise.
Lennard Wharton, Ph.D., P.E.	Evidentia Engineering, Inc. 10 Park Place Short Hills, NJ 07078-2826	Witness will testify with respect to the Phase II Issues as defined in the PD CMO. As the nature and scope of Phase II Issues is clarified during the PD Estimation process, Prudential may, at the request of the other parties provide, further information regarding the subject(s) on which this expert will opine and the nature of the witness' expertise.
J. Richard Jones	Jackson-Cross Company 1800 JFK Blvd. Philadelphia, PA 19103-1443	Witness will testify with respect to the Phase II Issues as defined in the PD CMO. As the nature and scope of Phase II Issues is clarified during the PD Estimation process, Prudential may, at the request of the other parties provide, further information regarding the subject(s) on which this expert will opine and the nature of the witness' expertise.
Stephen Montgomery	Cushman and Wakefield 1300 Post Oak Blvd., Suite 1600 Houston, TX 77056	Witness will testify with respect to the Phase II Issues as defined in the PD CMO. As the nature and scope of Phase II Issues is clarified during the PD Estimation process, Prudential may, at the request of the other parties provide, further information regarding the subject(s) on which this expert will opine and the nature of the witness' expertise.

Natalia Richman

St. Peter's Medical Center
New Brunswick, NJ 08903

Witness will testify with respect to the Phase II Issues as defined in the PD CMO. As the nature and scope of Phase II Issues is clarified during the PD Estimation process, Prudential may, at the request of the other parties provide, further information regarding the subject(s) on which this expert will opine and the nature of the witness' expertise.

1. Prudential makes no representations regarding the address or availability of any of the above-named witnesses. Prudential reserves the right to substitute witnesses, and/or designate deposition testimony, affidavits, and/or certifications of witnesses in the event any of the foregoing witnesses becomes unavailable.

2. Prudential reserves the right to call witnesses and designate deposition testimony, affidavits, and/or certifications of witnesses in rebuttal to any witnesses called, or documents introduced into evidence, by the Debtors.

3. Prudential reserves the right to call witnesses or designate deposition testimony, affidavits, and/or certifications of witnesses in rebuttal to any affirmative defense or contention raised by the Debtors.

4. Prudential reserves the right to call witnesses or designate testimony from any deposition transcript designated by the Debtors.

5. Prudential reserves the right to call witnesses or designate deposition testimony, affidavits, and/or certifications of witnesses to introduce any document which is challenged by the Debtors, including challenges based on authenticity.

6. Prudential reserves the right to call witnesses listed on any other party's witness list.

7. Prudential reserves the right to amend or supplement this list, to substitute witnesses and to designate deposition testimony, affidavits and/or certifications of other

witnesses as the Phase II Issues are clarified, supplemented or amended prior to or during the course of the PD estimation proceedings.

8. Prudential reserves the right to object and/or alter, amend, or supplement this list at any time in which the issues to be addressed during Phase II of the Estimation Proceedings are modified and/or clarified by the Debtors.

9. Prudential reserves the right to object to the extent that the Debtors seek to use the PD Estimation proceedings for the individual adjudication of property damage claims.

Dated: October 3, 2005

JASPM SCHLESINGER HOFFMAN LLP

/s/ Frederick B. Rosner

Frederick B. Rosner (No. 3995)
913 North Market Street, 12th Floor
Wilmington, DE 19801
Telephone: (302) 351-8000
Facsimile: (302) 351-8010

-and-

**RIKER, DANZIG, SCHERER, HYLAND
& PERRETTI LLP**

Robert J. Gilson (N.J. Fed. Bar No. RG-6618)
Joseph L. Schwartz (N.J. Fed. Bar No. JS-5525)
Headquarters Plaza
1 Speedwell Avenue, West Tower
P.O. Box 1981
Morristown, NJ 07960
Telephone: (973) 538-0800
Facsimile: (973) 538-1984

Attorneys for Claimants, The Prudential Insurance Company of America , PIC Realty Corporation and 745 Property Investments